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DEC 16 '98

10-55 AM

December 15, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

DEC 16 10 55 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and

- 1) Corn Products International Inc. dated 12/1/98 (return 2 copies)
- 2) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- 3) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- 4) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

DEC 16 '98

10-55 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December 1998 is made by CORN PRODUCTS INTERNATIONAL, INC., a Delaware corporation, with an address at 6400 South Archer Avenue, Bedford Park, Illinois 60501 (the "Lessee"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") ("Memorandum").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

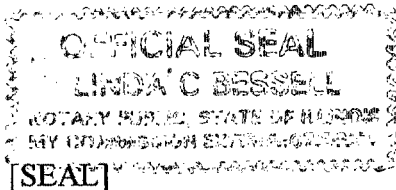
CORN PRODUCTS INTERNATIONAL, INC.

By: Name: Edward A. KuskoTitle: Vice President Operations

STATE OF ILLINOIS)
) SS:
COUNTY OF Cook)

On this 16th day of November 1998 before me personally appears Edward A. Kuske to me personally known, who by me duly sworn, says that he/she is the Vice President of CORN PRODUCTS INTERNATIONAL, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Linda C. Bessell
Notary Public

My Commission expires: 7-6-01

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 1st day of December, 1998 before me personally appears Laurence L. Lippold to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 02065065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

2000

SCHEDULE A

1 CEFX	10826
2 CEFX	10856
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4 CEFX	10874
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